

BINGHAM

Please Date Stamp & Return

Jean L. Kiddoo
Brett P. Ferencak
jean.kiddoo@bingham.com
brett.ferencak@bingham.com

July 9, 2010

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of NewPath Networks, Inc. ("Transferor"), NewPath Networks, LLC ("Licensee") and Crown Castle Solutions Corp. ("Transferee") for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.04 of the Commission's Rules to Complete a Transaction That Will Result in the Change of Indirect Control of Licensee

Dear Ms. Dortch:

On behalf of NewPath Networks, Inc., NewPath Networks, LLC and Crown Castle Solutions Corp. (collectively, the "Applicants"), enclosed please find an original and six (6) copies of an application for approval to complete a transaction whereby Solutions will acquire indirect control of NewPath Networks, LLC.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the required filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferencak

Counsel for Transferor and Licensee

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

A/73429870.1

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

US BANK/FCC JUL 1 2 2010

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 3

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 2020 K Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006-1806
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME NewPath Networks, LLC			
(14) STREET ADDRESS LINE NO. 1 768 Garfield Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Seattle		(17) STATE WA	(18) ZIP CODE 98109
(19) DAYTIME TELEPHONE NUMBER (include area code) 206-632-0931		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0018-7598-11		FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>7/09/2010</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
ACCOUNT NUMBER <u>PAID BY CREDIT CARD</u> EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>7/09/2010</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C		SPECIAL USE FCC USE ONLY
Page No 2 of 3		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME NewPath Networks, Inc.		
(14) STREET ADDRESS LINE NO. 1 768 Garfield Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Seattle	(17) STATE WA	(18) ZIP CODE 98109
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0019-9904-07		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C		SPECIAL USE FCC USE ONLY
Page No <u>3</u> of <u>3</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Crown Castle Solutions Corp.		
(14) STREET ADDRESS LINE NO 1 1220 Augusta Drive, Suite 500		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Houston	(17) STATE TX	(18) ZIP CODE 77057
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0019-6097-83		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
NewPath Networks, Inc. , Transferor)	
NewPath Networks, LLC , Licensee)	
)	
and)	WC Docket No. 10-_____
)	
Crown Castle Solutions Corp. ,)	
Transferee,)	
)	
For Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as Amended,)	
and Sections 63.04 of the Commission's)	
Rules to Complete a Transaction That Will)	
Result in the Transfer of Indirect Control)	
of NewPath Networks, LLC to Crown Castle)	
Solutions Corp.)	
)	

JOINT APPLICATION

NewPath Networks, Inc. ("NP-Parent" or "Transferor"), its wholly owned direct subsidiary NewPath Networks, LLC ("NewPath" or "Licensee"), and Crown Castle Solutions Corp. ("Solutions" or "Transferee") (NP-Parent, NewPath, and Solutions collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request Commission approval to complete a transaction whereby Solutions will acquire indirect control of NewPath when NP-Parent, NewPath's direct parent company, becomes a direct subsidiary of Solutions.

Although the proposed transaction will result in a change in the ultimate ownership of the Licensee, no transfer of authorizations, assets or customers will occur as an immediate conse-

quence of the proposed transaction. The Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. NewPath Networks, Inc. and NewPath Networks, LLC

NewPath Networks, Inc. is a Delaware corporation with its principal office located at 768 Garfield Street, Seattle, Washington 98109. NP-Parent is a wireless infrastructure company that, through its operating subsidiaries including NewPath (NP-Parent and its subsidiaries, collectively the "Company"), designs, develops and operates fiber-fed wireless carrier networks to improve signal strength and network capacity. The Company increases existing carrier footprints by adding network coverage in hard-to-reach areas to increase quality for the wireless customers. The Company's network typically is run over existing infrastructure, such as telephone poles and street lights to expand carrier networks with solutions that are aesthetically acceptable to local

communities and municipalities. Where necessary, the Company may install telephone poles and other facilities specifically designed to accommodate its network equipment. The Company focuses on bringing turnkey wireless communications solutions to areas where traditional network build-out is difficult due to zoning or cost constraints, such as large corporate, retail, or university campuses, sports arenas and stadiums and neighborhood areas.

NewPath Networks, LLC is a New Jersey limited liability company and direct wholly owned subsidiary of NP-Parent. NewPath's principal place of business is the same as NP-Parent's. NewPath provides transport and backhaul services to other carriers, primarily wireless telecommunications providers and other wireless information service providers, using a Distributed Antenna System ("DAS"). NewPath is authorized by the Commission to provide interstate telecommunications services as a non-dominant carrier pursuant to blanket domestic Section 214 authority.

B. Crown Castle Solutions Corp.

Crown Castle Solutions Corp. is a Delaware corporation and wholly owned indirect subsidiary of Crown Castle International Corp. ("CCI"), a publicly traded (NYSE: CCI) Delaware corporation. Solutions and CCI have principal offices at 1220 Augusta Drive, Suite 500, Houston, Texas 77057-2261. CCI facilitates wireless coverage to the majority of the top 100 U.S. markets, through ownership or management of over 22,500 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions and its subsidiaries have deployed eight DAS networks with several additional DAS networks in development or under consideration. Wholly owned subsidiaries of Solutions hold authorization to provide intrastate telecommunications services in the District of Columbia and the following

twelve states: California, Colorado, Florida, Illinois, Massachusetts, Maryland, Nevada, New Jersey, New York, Pennsylvania, Virginia and Washington.

III. DESCRIPTION OF THE TRANSACTION

NP-Parent, Solutions and CCNP Corp., a subsidiary of Solutions created specifically for this transaction, entered into an Agreement and Plan of Merger dated as of June 30, 2010 (the "Agreement"). Pursuant to the Agreement, CCNP Corp. will merge with and into NP-Parent, with NP-Parent as the surviving entity. As a result, NP-Parent will become a wholly owned, direct subsidiary of Solutions and Solutions will acquire indirect control of NewPath. Applicants therefore request authority to transfer indirect control of NewPath to Solutions, and ultimately to CCI. For the Commission's convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that: (1) the proposed transaction will increase competition in the United States telecommunications market by reinforcing the status of Licensee as a viable competitor and (2) the proposed transaction will be virtually transparent to consumers. Immediately following the consummation of the proposed transaction, Licensee will continue to offer service with no change in the rates or terms and conditions of service. Further, Licensee will continue to provide service to its customers under the same name, and will continue to be led by experienced management teams. Therefore, the transfer of control of Licensee will be seamless and virtually transparent to consumers.

Given the increasingly complex and competitive nature of the telecommunications and capital markets and for other business reasons, Applicants seek to complete the proposed Trans-

action as soon as possible. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authority:

(a)(1) Name, address and telephone number of each Applicant:

Transferor:

NewPath Networks, Inc.	FRN 0019990407
768 Garfield Street	
Seattle, WA 98109	
206-632-0931	

NP-Parent does not hold any licenses or authorizations from the FCC.

Licensee:

NewPath Networks, LLC	FRN 0018759811
768 Garfield Street	
Seattle, WA 98109	
206-632-0931	

NewPath holds blanket domestic Section 214 authority to provide interstate telecommunications services pursuant to 47 C.F.R. § 63.01.

Transferee:

Crown Castle Solutions Corp.	FRN 0019609783
1220 Augusta Drive, Suite 500	
Houston, TX 77057	
713-570-3000	

Solutions does not hold any licenses or authorizations from the FCC. The following affiliates and subsidiaries of Solutions hold the following licenses or authorizations from the FCC:

Crown Castle USA Inc.: IG - Below 800 MHz Industrial/Business Pool,
Private, Conventional;

Crown Communication Inc.: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional; GB - Business, 806-821/851-866 MHz, Conventional; CF - Point to Point Microwave, Common Carrier; and CD - Paging and Radiotelephone, Site Specific;

Crown Castle International de Puerto Rico: CF - Point to Point Microwave, Common Carrier;

OP LLC: BC - 1670-1675 MHz Band, Market Area and MG - Point to Point Microwave, Private, Industrial/Business; and

Pinnacle Towers LLC: MG - Point to Point Microwave, Private, Industrial/Business; and IG - Below 800 MHz Industrial/Business Pool, Private, Conventional.

(a)(2) Jurisdiction of Organizations:

Transferor: NP-Parent is a Delaware corporation.

Licensee: NewPath is a New Jersey limited liability company

Transferee: Solutions is a Delaware corporation.

(a)(3) Correspondence concerning this Application should be sent to:

For Transferor and Licensee:

Jean L. Kiddoo
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenczak@bingham.com

For Solutions and CCI:

Michelle Salisbury, RP ®, Senior Paralegal
Crown Castle
2000 Corporate Drive
Canonsburg, PA 15317
724-416-2239 (Tel)
724-416-4239 (Fax)
michelle.salisbury@crowncastle.com

(a)(4) The following entities hold, directly or indirectly, a 10% or greater interest¹ in Applicants as calculated pursuant to the Commission's ownership attribution rules for wireline telecommunications carriers:²

Pre- and Post-Transaction Direct Ownership of NewPath

The following entity currently has and, upon completion of the transaction, will continue to have a 10% or greater direct interest in **NewPath Networks, LLC**:

Name:	NewPath Networks, Inc.
Address:	768 Garfield Street Seattle, WA 98109
Ownership Interest:	100% (directly in NewPath)
Citizenship:	U.S.
Principal Business:	Holding Company

Pre-Transaction Ownership of NP-Parent

The following entities currently have a 10% or greater direct or indirect interest in **NewPath Networks, Inc.**:

Name:	Meritage Fund III, L.P. ("Meritage")
Address:	1675 Larimer Street, Suite 400 Denver, CO 80202
Ownership Interest:	Approx. 17.25% (directly in NP-Parent)
Citizenship:	U.S.
Principal Business:	Investments

Name:	Meritage Investment Partners III, LLC
Address:	1675 Larimer Street, Suite 400 Denver, CO 80202
Ownership Interest:	Approx. 17.25% (indirectly in NP-Parent as general partner of Meritage)
Citizenship:	U.S.
Principal Business:	Investments

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

² While the Commission's rules for domestic applications require this information only for the transferee, *see* 47 C.F.R. § 63.04(b), Applicants are providing ownership information for both parties.

Name: Sweetwater Capital, LLC ("Sweetwater")
Address: 42 Broad Street
Red Bank, NJ 07701
Ownership Interest: 32.95% (directly in NP-Parent)
Citizenship: U.S.
Principal Business: Investments

Name: William J. Marraccini
Address: 111 Bowne Road,
Locust, NJ 07760
Ownership Interest: Approx. 32.95% (indirectly in NP-Parent as
90% owner of Sweetwater)
Citizenship: U.S.
Principal Business: Individual

Name: Charter NewPath LLC ("CNP")
Address: 2711 Centerville Road, Suite 400
Wilmington, DE 19808
Ownership Interest: 43.45% (directly in NP-Parent)
Citizenship: U.S.
Principal Business: Investments

Name: Charterhouse Equity Partners IV, LP
("CHEP IV")
Address: 1105 North Market Street, Suite 1300
Wilmington, DE 19899
Ownership Interest: Approx. 43.45% (indirectly in NP-Parent as
member of CNP)
Citizenship: U.S.
Principal Business: Investments

Name: CHUSA Equity Investors IV LP
("CHUSA")
Address: 1105 North Market Street, Suite 1300
Wilmington, DE 19899
Ownership Interest: Approx. 43.45% (indirectly in NP-Parent as
general partner of CHEP VI)
Citizenship: U.S.
Principal Business: Investments

Name: Charterhouse Equity IV, LLC ("CHE IV")
Address: 535 Madison Avenue, 28th Floor
New York, NY 10021
Ownership Interest: Approx. 43.45% (indirectly in NP-Parent as
general partner of CHUSA)
Citizenship: U.S.
Principal Business: Investments

Name: Charterhouse Group, Inc.
Address: 535 Madison Avenue, 28th Floor
New York, NY 10021
Ownership Interest: Approx. 43.45% (indirectly in NP-Parent as
100% owner of CHE IV)
Citizenship: U.S.
Principal Business: Investments

To the best of Applicant's knowledge, no other person or entity currently holds a 10% or greater direct or indirect interest in NP-Parent or NewPath.

Post-Transaction Ownership of NP-Parent

Upon completion of the transaction, the following entity will have a 10% or greater direct interest in **NewPath Networks, Inc.:**

Name: Crown Castle Solutions Corp.
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (directly in NP-Parent)
Citizenship: U.S.
Principal Business: Telecommunications

Pre- and Post-Transaction Direct Ownership of Solutions

The following entities currently have and, upon completion of the transaction, will continue to have a 10% or greater direct interest in **Crown Castle Solutions Corp.:**

- 1) Name: Crown Castle Operating Company ("CCOC")
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (directly in Solutions)
Citizenship: U.S.
Principal Business: Holding Company
- 2) Name: Crown Castle International Corp.
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (indirectly in Solutions as 100% owner of CCOC)
Citizenship: U.S.
Principal Business: Holding Company

3) Name: Janus Capital Management, LLC ("JCM")
Address: 151 Detroit Street
Denver, CO 80206
Ownership Interest: 13.84% (indirectly in Solutions as 13.84% owner of CCI)
Citizenship: U.S.
Principal Business: Investments

Name: Janus Capital Group Inc.
Address: 151 Detroit Street
Denver, Colorado 80206
Ownership Interest: Approx. 13.84% (indirectly in NP-Parent as 100% owner of JCM)
Citizenship: U.S.
Principal Business: Investments

To Applicants knowledge, no person or entity indirect owns or controls a 10% or greater interest in Solutions through JCM or Janus Capital Group Inc., a publicly traded company (NYSE: JNS).

Name: SPO Partners II, L.P. ("SPO II")
Address: 591 Redwood Highway, Suite 3215
Mill Valley, CA 94941
Ownership Interest: 12.1 % (indirectly in Solutions as 12.1% direct owner of CCI)
Citizenship: U.S.
Principal Business: Investments

Name: SPO Advisory Partners, L.P. ("SPOAP")
Address: 591 Redwood Highway, Suite 3215
Mill Valley, CA 94941
Ownership Interest: Approx. 12.1% (indirectly in Solutions as general partner of SPO II)
Citizenship: U.S.
Principal Business: Investments

Name: SPO Advisory Corp. ("SPO")
Address: 591 Redwood Highway, Suite 3215
Mill Valley, CA 94941
Ownership Interest: Approx. 12.5% (indirectly in Solutions as general partner of SPOAP and as the ultimate general partner of entities that individually have less than a 10% direct or indirect interest in CCI)
Citizenship: U.S.
Principal Business: Investments

SPO is controlled by its following managing directors, who (i) are each U.S. citizens, (ii) can be reached through SPO and (iii) also control additional shares personally or through other entities for a total ownership interest as provided next to each managing director's name:

John H. Scully (approx. 13.2%)
William E. Oberndorf (approx. 13.2%)
William J. Patterson (approx. 12.6%)
Edward H. McDermott (approx. 12.5%)

Additional information regarding CCI's ownership is available at <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>

To Applicants knowledge, no person or entity indirect owns or controls a 10% or greater interest in Solutions through SPO II.

To the best of Applicants' knowledge, no other person or entity currently holds or, upon completion of the transaction, will hold a ten percent (10%) or greater interest in Applicants.

(a)(5) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) The Applicants and their affiliates offer domestic telecommunications services in the United States as follows:

(i) NewPath holds authority to provide intrastate telecommunications services in Arizona, California, Florida, Georgia, Michigan, Minnesota, Missouri, Nevada, New Mexico, Oregon, Texas and Utah. NewPath's subsidiaries, InSITE Solutions, LLC ("InSITE") and InSITE Fiber of Virginia, Inc. ("InSITE-VA") hold authority to provide intrastate telecommunications services in Florida, Iowa, Maryland, New Jersey, New York, North Carolina, Pennsylvania, Texas, Utah, and Virginia (InSITE-VA). Specifically, NewPath provides transport and

backhaul services using a DAS in the following states: Arizona, California, Colorado, Louisiana, Maryland, Minnesota, Nevada, Oregon, Texas, Virginia and Washington.

(ii) Solutions, through its subsidiaries, CA – CLEC LLC and IL – CLEC LLC holds authority to provide resold and facilities-based local exchange and interexchange telecommunications services in California and Illinois; through its subsidiary, FL – CLEC LLC holds authority to provide alternate access vendor services and competitive local exchange telecommunications services in Florida; through its subsidiary, CO – CLEC LLC holds authority to provide local exchange telecommunications services in Colorado; through its subsidiary Pennsylvania – CLEC LLC d/b/a PA – CLEC LLC holds authority to provide competitive access provider telecommunications services in Pennsylvania; through its subsidiary NY – CLEC LLC holds authority to provide resold and facilities-based telephone services in New York; through its subsidiary NJ – CLEC LLC holds authority to provide local exchange and interexchange telecommunications services in New Jersey; through its subsidiary NV – CLEC LLC holds authority to provide resold and facilities-based interexchange and intraexchange telecommunications services in Nevada; through its subsidiary MD – CLEC LLC holds authority to provide non-switched resold and facilities-based local exchange telecommunications services in Maryland; through its subsidiary MA – CLEC LLC holds authority to provide resold local and interexchange intrastate telecommunications services in Massachusetts; through its subsidiary DC – CLEC LLC holds authority to provide resold and facilities-based local exchange telecommunications services in the District of Columbia; through its subsidiary VA-CLEC LLC holds authority to provide local exchange telecommunications services in Virginia; and through its subsidiary WA – CLEC LLC holds authority to provide telecommunications services in Washington.

Currently, Solutions, through its subsidiaries, provides transport services using DAS networks in the following states: California, Pennsylvania and Washington.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Applicants (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) No other applications are being filed with the Commission in connection with this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible. No party, however, is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant

it would directly harm the public interest. In addition, Applicants respectfully request expedited treatment to permit Applicants to complete the Transactions as soon as possible.

Respectfully submitted,



Robert L. Ritter, Senior Attorney
Monica Gambino, Vice President - Legal
Crown Castle
2000 Corporate Drive
Canonsburg, PA 15317
724-416-2417 (Tel)
724-416-4239 (Fax)
bob.ritter@crowncastle.com
monica.gambino@crowncastle.com

Jean L. Kiddoo
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenczak@bingham.com

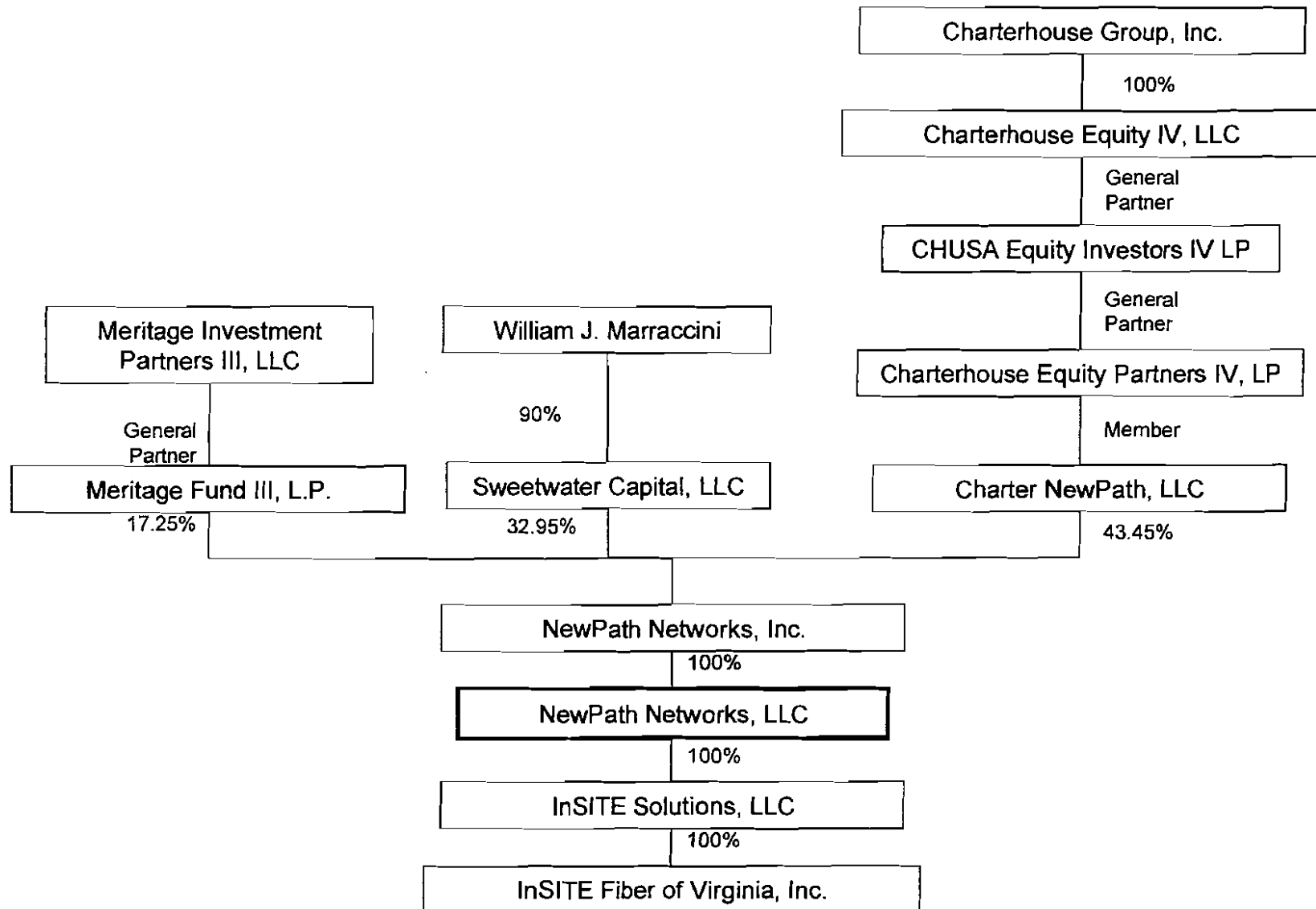
Counsel to NewPath Networks, Inc. and
NewPath Networks, LLC

Dated: July 9, 2010

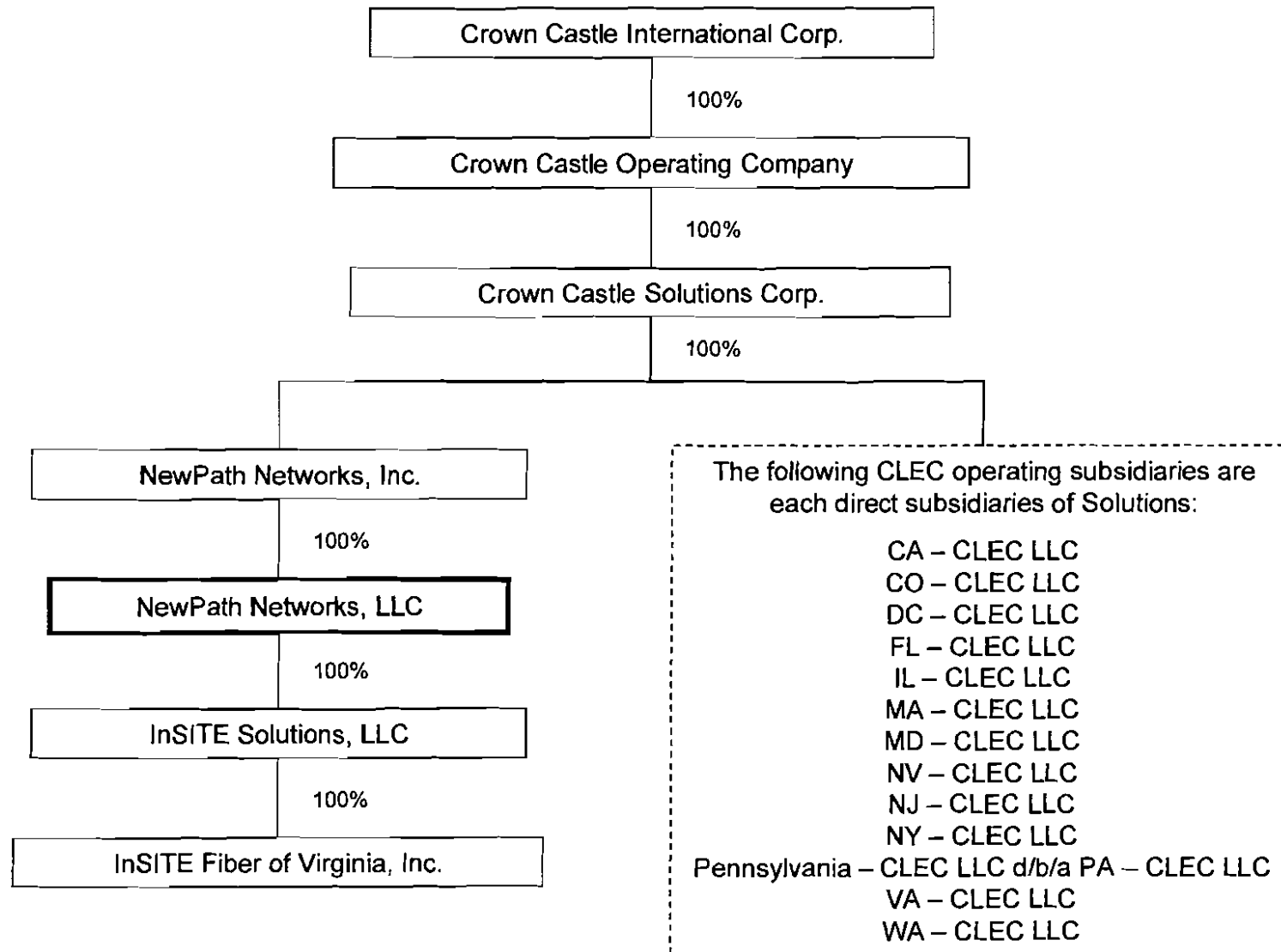
EXHIBIT A

Illustrative Chart of Transaction and Ownership

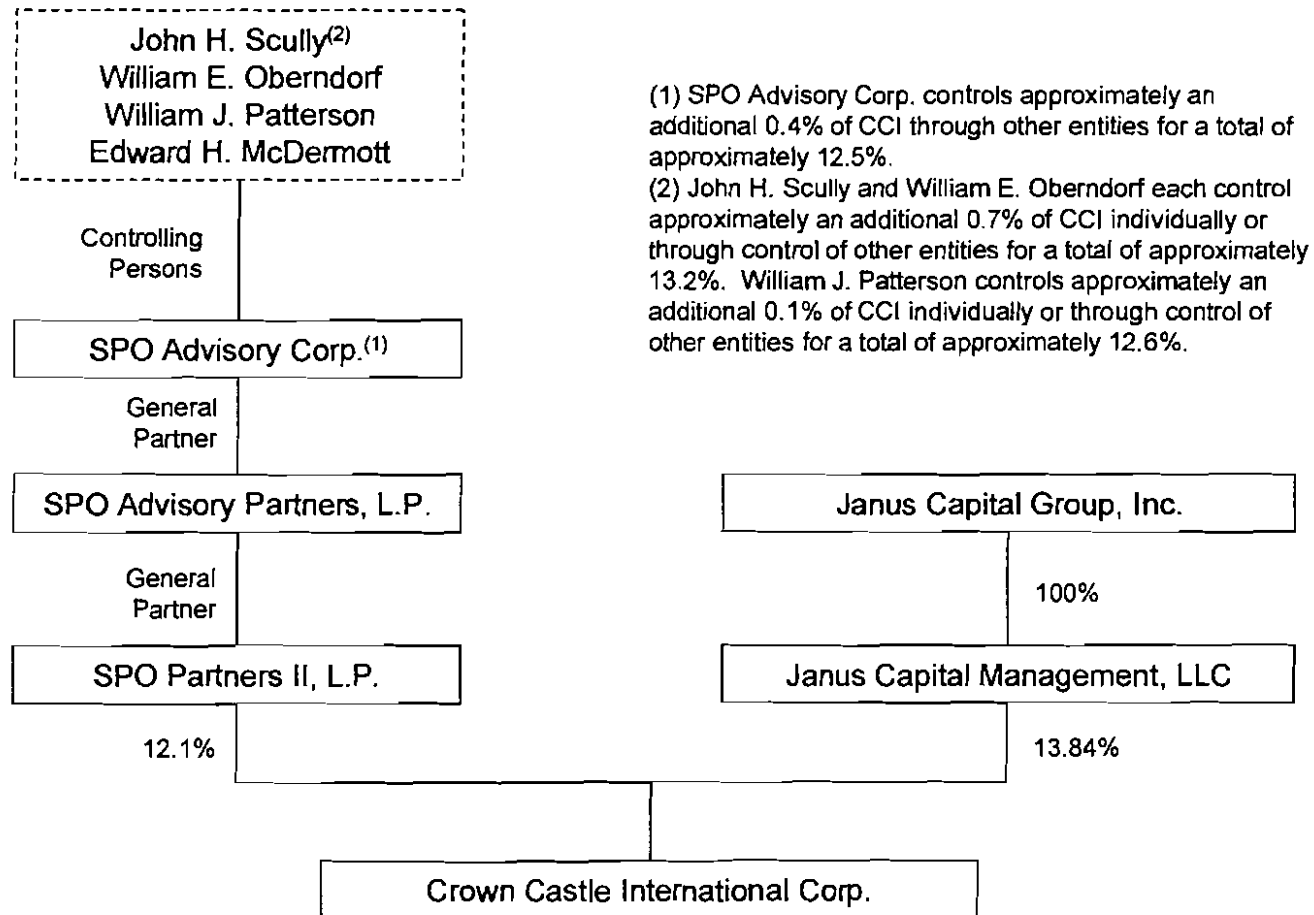
Pre-Transaction Corporate Structure
of NewPath Networks, LLC



Post-Transaction Corporate Structure of NewPath Networks, LLC



Corporate Structure
of Crown Castle International Corp.



VERIFICATIONS

VERIFICATION

I, Michael Kavanagh, state that I am the Chief Executive Officer of NewPath Networks, Inc. and NewPath Networks, LLC (together, the "Company"), Applicants in the foregoing filing; that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7 day of July, 2010

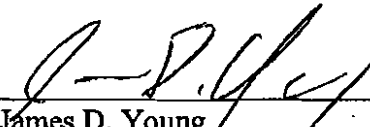
A handwritten signature in black ink, appearing to read 'Michael Kavanagh', is written over a horizontal line.

Michael Kavanagh
Chief Executive Officer
NewPath Networks, Inc.
NewPath Networks, LLC

VERIFICATION

I, James D. Young, state that I am the Chief Operating Officer of Crown Castle Solutions Corp. (the "Company"), an Applicant in the foregoing filing; that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of July, 2010


James D. Young
Chief Operating Officer
Crown Castle Solutions Corp.